

UNITED STATES DISTRICT COURT

DISTRICT OF NEW JERSEY

In re JOHNSON & JOHNSON
DERIVATIVE LITIGATION

This Document Relates To:

ALL ACTIONS.

) No. 3:10-cv-02033-FLW-DEA
)
) SUPPLEMENTAL DECLARATION
) OF TRAVIS E. DOWNS III IN
) RESPONSE TO COURT'S LETTER
) TO JAMES E. CECCHI DATED
) OCTOBER 9, 2012, AND IN
) FURTHER SUPPORT OF MOTION
) FOR FINAL APPROVAL OF THE
) DERIVATIVE LITIGATION
) SETTLEMENT

I, TRAVIS E. DOWNS III, declare:

1. I am a partner in the law firm of Robbins Geller Rudman & Dowd LLP (“Robbins Geller”), one of the co-lead counsel for plaintiffs in the above-referenced litigation. I make this declaration in response to the Court’s letter to James E. Cecchi, dated October 9, 2012, and in further support of the Motion for Final Approval of the Derivative Litigation Settlement (“Final Approval Motion”). Unless otherwise stated, I have personal knowledge of the facts stated in this declaration and, if called as a witness, could competently testify to them.

2. In response to the Court’s inquiry about the items in Category 3 – Motion Practice – of Plaintiff’s August 31, 2012 Final Approval Motion, Robbins Geller attorneys acted, solely or in conjunction with co-counsel, as principal authors of the following motions: (a) Motion to Consolidate Actions and Appoint Lead Plaintiff (ECF Nos. 28, 33); (b) Opposition to competing Motion to Appoint Lead Plaintiff (ECF No. 48); (c) Draft Reply in Support of Motion to Consolidate Actions and Appoint Lead Plaintiff; (d) Opposition to Demand-Made Plaintiffs’ Motion to Intervene (ECF No. 62); (e) Opposition to Defendants’ Motions to Dismiss Consolidated Complaint (ECF No. 114); (f) Sur-reply in Opposition to Defendants’ Motions to Dismiss Consolidated Complaint (ECF No. 128); and (g) Response to Report of Special Committee of Johnson & Johnson Board of Directors (ECF No. 156).

3. Regarding the foregoing motions, Robbins Geller attorneys Darren J. Robbins, Travis E. Downs III, David Mitchell and Darryl J. Alvarado worked on some or all of the motions, as follows:

(a) Motion to Consolidated Actions and Appoint Lead Plaintiff (ECF Nos. 28, 33): Darren J. Robbins, 0.50 hours; Travis E. Downs III, 8.75 hours; David W. Mitchell, 31.25 hours, and Darryl J. Alvarado, 6.50 hours, for a total of 47.00 hours;

(b) Opposition to Competing Motion to Appoint Lead Plaintiff (ECF No. 48): Darren J. Robbins, 1.25 hours; Travis E. Downs III, 17.75 hours; David W. Mitchell, 27.75 hours, and Darryl J. Alvarado, 44.00 hours, for a total of 90.75 hours ;

(c) Draft Reply in Support of Motion to Consolidate Actions and Appoint Lead Plaintiff: Travis E. Downs III, 5.25 hours; David W. Mitchell, 6.00 hours, and Darryl J. Alvarado, 19.50 hours, for a total of 30.75 hours;

(d) Opposition to Demand-Made Plaintiffs' Motion to Intervene (ECF No. 62): Travis E. Downs III, 5.00 hours; David W. Mitchell, 8.75 hours, and Darryl J. Alvarado, 12.00 hours, for a total of 25.75 hours;

(e) Opposition to Defendants' Motions to Dismiss Consolidated Complaint (ECF No. 114): Travis E. Downs III, 25.50 hours; David W. Mitchell, 63.75 hours; and Darryl J. Alvarado, 100.75 hours, for a total of 190.00 hours;

(f) Sur-reply in Opposition to Defendants' Motions to Dismiss Consolidated Complaint (ECF No. 128): David W. Mitchell, 11.50 hours; and Darryl Alvarado, 25.50 hours, for a total of 37.00 hours; and

(g) Response to Report of Special Committee of Johnson & Johnson Board of Directors (ECF No. 156): David W. Mitchell, 11.25 hours, and Darryl J. Alvarado, 26.00 hours, for a total of 37.25 hours.

4. The figures set forth in Paragraph 3(a)-(g) are in the attached chart as Exhibit A.

5. Additionally, Robbins Geller attorneys assisted from time to time drafting portions of other motions filed by plaintiffs during the course of the litigation. However, as a matter of billing discretion, Robbins Geller did not bill for that time.

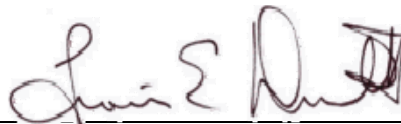
6. In response to the Court's inquiry about the items in Category 6 – Settlement negotiations process and documentation – of plaintiffs' August 31, 2012 Final Approval Motion, Robbins Geller attorneys participated in settlement meetings on November 22, 2011, December 9, 2011, January 18, 2012, and February 16, 2012.

7. Regarding those settlement meetings, Travis E. Downs III attended the November 22, 2012 settlement meeting in person, and David W. Mitchell attended the January 18, 2012 and February 16, 2012 settlement meetings in person. Travis E. Downs III participated by telephone in the December 9, 2011 settlement meeting. However, as a matter of billing discretion, Robbins Geller did not bill time for that teleconference.

8. Additionally, Robbins Geller attorneys performed other tasks that fall within Category 6: (i) preparing for each of the settlement meetings, telephonic conferences, and other settlement communications; (ii) analyzing defendants' proposals and coordination among co-counsel in the development and negotiation of proposals and/or counter-proposals; and (iii) review and analysis of comments from plaintiffs' governance and compliance experts.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 11th day of October 2012, at Palo Alto, California.

A handwritten signature in dark ink, appearing to read "Travis E. Downs III", is written over a horizontal line.

TRAVIS E. DOWNS III

EXHIBIT A

JOHNSON & JOHNSON
 SHAREHOLDER DERIVATIVE ACTION
 ROBBINS GELLER RUDMAN & DOWD LLP
 LODESTAR CATEGORY BREAKDOWN FOR CATEGORY 3 (MOTION PRACTICE)
 FOR ATTORNEYS ONLY

PERIOD: Inception through August 30, 2012

| Name | A | B | C | D | E | F | G | Hours | Rate | Lodestar |
|----------------------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|--------|------|------------|
| Downs III, Travis E. | 8.75 | 17.75 | 5.25 | 5.00 | 25.50 | - | - | 62.25 | 725 | 45,131.25 |
| Mitchell, David W. | 31.25 | 27.75 | 6.00 | 8.75 | 63.75 | 11.50 | 11.25 | 160.25 | 630 | 100,957.50 |
| Robbins, Darren J. | 0.50 | 1.25 | - | - | - | - | - | 1.75 | 790 | 1,382.50 |
| Alvarado, Darryl | 6.50 | 44.00 | 19.50 | 12.00 | 100.75 | 25.50 | 26.00 | 234.25 | 380 | 89,015.00 |
| TOTAL HOURS: | 47.00 | 90.75 | 30.75 | 25.75 | 190.00 | 37.00 | 37.25 | 458.50 | | |
| TOTAL LODESTAR: | 28,896.25 | 48,038.75 | 14,996.25 | 13,697.50 | 96,935.00 | 16,935.00 | 16,967.50 | | | 236,486.25 |

(P) Partner
(A) Associate

CATEGORIES

- A. Motion to Consolidated Actions And Appoint Lead Plaintiff, Et Al.
- B. Opposition to competing Motion to Appoint Lead Plaintiff
- C. Reply In Support of Motion to Consolidate Actions and Appoint Lead Plaintiff, Et. Al.
- D. Opposition to Demand-Made Plaintiffs' Motion to Intervene, Et. At.
- E. Opposition to Defendants' Motions to Dismiss Consolidated Complaint
- F. Sur-reply In Opposition to Defendants' Motions to Dismiss Consolidated Complaint
- G. Response to Report of Special Committee of Johnson & Johnson Board of Directors